

RESOLUTION OF THE AMO NATIONAL EXECUTIVE BOARD RE:
AMERICAN MARITIME OFFICERS UNION (AMO)
PROFESSIONAL AND ETHICAL CONDUCT POLICY

I. INTRODUCTION

Every AMO officer, representative and employee, whether elected or appointed, has a high fiduciary duty and sacred trust to serve the best interests of the members. Indeed the AMO prides itself on having a dedicated group of officers, representatives and employees who conduct themselves with honesty and integrity. We live in a changing world. New laws and regulations, whose intent is sometimes unclear, make it difficult to discern the proper course of action in a particular situation.

In light of this, we have developed standards of professional and ethical conduct. Of course, no concise set of rules can detail every circumstance in which they may apply, and doubts and uncertainties are bound to occur. In such cases you should seek the guidance of the National President or the National Secretary-Treasurer as to the proper course of action.

II. BUSINESS CONDUCT

The AMO complies with all applicable laws and regulations and all employees are expected to conduct the union's business in full compliance with both the letter and spirit of the law. In addition, you are expected to meet the highest standards of ethical conduct and personal integrity, and refrain from any illegal, dishonest or unethical conduct. All employees are expected to keep their supervisors fully informed of all matters pertinent to the union's affairs and business activity to ensure that union officials will be informed on a timely basis of all such matters. If you have a legal or ethical question about business you conduct for the union, or a situation arises where it is difficult to determine the proper course of action, you should consult with the National President or the National Secretary-Treasurer.

An employee's discovery of events of a questionable, fraudulent or illegal nature or those in violation of this policy should be reported immediately to the National President, the National Secretary-Treasurer or the union's General Counsel.

Failure to report or engaging in activities that constitute a violation of this policy will subject an employee to serious disciplinary action up to and including termination of employment or, where applicable, institution of charges against National Officers and National Executive Board Members pursuant to Article XXIII, of the AMO National Constitution.

III CONFLICTS OF INTEREST

A. GENERALLY: You are expected to avoid conflicts of interest involving AMO's business. You should be prudent in your personal business and other activities to ensure that you do not put yourself in a position where your personal interest - financial or other - might influence or give the appearance of influencing any action you take or judgment you might make on behalf of the union. Employees are expected to avoid any outside transactions which create an actual or potential conflict of interest or which give the appearance of a conflict of interest.

B. DEFINITION OF CONFLICT OF INTEREST: An actual or potential conflict of interest occurs when an employee is in a position to influence a decision that may result in a personal gain for the employee or for a relative as a result of the union's business dealings. A relative includes anyone related by blood or marriage or whose relationship with the employee is similar to that of a person related by blood or marriage. Consequently, employees or their relatives may not own or have a personal financial interest in any entity which does or seeks to do business with the union, and no employee will enter into any contract of purchase or for rendering services which may result in the personal profit or advantage of an employee or relative.

C. BUSINESS AND FINANCIAL ACTIVITIES OF UNION OFFICIALS: Any person who represents the AMO and its members, whether elected or appointed, has a sacred trust to serve the best interests of the members and their families. Therefore, every officer and representative must avoid any outside transaction which even gives the appearance of a conflict of interest. The special fiduciary nature of Union office requires the highest loyalty to the duties of the office.

1. No employee shall have a personal financial interest which conflicts with her/his Union duties.
2. No employee shall have financial interest (even in a publicly-traded, widely-held stock of a corporation) in any business with which AMO bargains except for stock purchase plans, profit sharing 401(k), MPB Funds, any other funds or nominal amounts of such stock.
3. There shall be no contracts of purchase or sale or for rendering services which will result in the personal profit or advantage of any employee of the Union. Nor shall any employee of the AMO or any affiliate accept personal profit or special advantage from a business with which the Union bargains collectively or from a service provider.

4. Neither the AMO, its constitutional entities or affiliates shall make loans to its employees or members, or members of their families, for the purpose of financing the private business of such persons.
 5. The principles of this policy, of course apply to investments and activities of third parties, where they amount to a subterfuge to conceal the financial interests of such officials or representatives.
 6. No employee shall convert any property belonging to AMO, its entities or affiliates to the individual's personal use.
- D. PERSONAL REMUNERATION OR GIFTS: Personal gain results not only where an employee or relative has an ownership in a firm with which the union does business, but also when an employee or relative receives any kickback, bribe, substantial gift or special consideration as a result of any transaction or business dealings involving the AMO. Employees may not accept kickbacks, bribes, substantial gifts or special consideration as the result of any transaction of business dealings involving the AMO.

IV MISCELLANEOUS PROHIBITED CONDUCT

- A. No employee holding a position of trust in the AMO and its constituent entities as well as affiliates shall:
1. Commit a felony involving the infliction of grievous bodily injury, any crime of dishonesty, or any crime involving abuse or misuse of such person's position or employment in a labor organization or an employee benefit fund;
 2. Knowingly associate with any member or associate of any criminal group or with any barred person; or
 3. Knowingly permit any member or associate of any criminal group or any barred person to exercise any control or influence, directly or indirectly, in any way or degree, in the conduct of the affairs of AMO its constituent entities and affiliates;

A "barred person" is defined as (a) any member or associate of any organized crime family or other criminal group, or (b) any member who cannot truthfully execute the certificate required of nominees

for office as provided in Article XI, Section 1 (8) of the AMO National Constitution.

V CONFIDENTIAL INFORMATION AND NON-COMPETITION

- A. Employees hold information relating to AMO members and the Unions' business in general in a fiduciary capacity for the benefit of the AMO and its members. Employees shall not disclose to any person, firm, corporation or other entity outside the Union any information which is not known to the general public ("Confidential Information") relating to Union members or any material of a confidential nature relating to the Unions' business, such as financial information, development plans. However, any AMO officer, representative or employee who must disclose confidential information to a contracted employer or third party with a need to know as part of complying with an RFP may do so upon written approval of the National President or National Secretary-Treasurer prior to such disclosure. Such approval may be given on a blanket basis subject to periodic review. After employment ends, an employee shall not communicate or divulge any Confidential Information to any person, firm or corporation outside the Union, and immediately upon the end of employment, each employee shall return to the AMO all Confidential Information in his or her possession or control. A requirement of initial or continuing employment by AMO shall be the execution of a confidentiality agreement by all officers, National Executive Board Members, Representatives and employees.
- B. During employment by the Union, an employee shall not in any way directly or indirectly, on his or her own behalf or on behalf of any other person, firm, corporation or other entity render service or solicit business in competition with the Union or engage in the research, development, production, writing, or marketing of products or services in competition with the Union.

In support of the above restrictions, an employee shall not agree with any person, firm, corporation or other entity to do anything which he or she is prohibited or restricted from doing by this policy or which is contrary to any obligation which he or she may have pursuant to any provision of this policy. Additionally, an employee shall make any person, firm, corporation, or other entity with which he or she is seeking employment, to furnish services or to otherwise be associated, aware of the restrictions imposed on the employee by this policy.

VI OUTSIDE EMPLOYMENT

The AMO may permit employees to hold outside employment, at the National President's discretion, provided that such employment in no way interferes with the employee's performance of his or her job duties and presents no conflict of interest. Proposals for outside employment must be submitted to the National President in writing prior to the commencement of such employment. The employee must receive prior written approval from the National President. In any event, outside employment is not an excuse for problems relating to performance of an employee's union duties.

VII PENSION, MEDICAL AND OTHER FUNDS

- A. No employee of the AMO shall receive fees or salaries of any kind from a fund established for the provision of health, welfare or retirement benefits, except for reasonable reimbursement provided and authorized in the applicable trust agreement.
- B. No employee of the AMO who exercises responsibilities or influence in the administration of health, welfare and retirement programs or the placement of insurance contracts, shall have any compromising personal ties, direct or indirect, with outside agencies such as insurance carriers, brokers or consultants doing business with the health, welfare and retirement plans.

VIII POLITICAL CONTRIBUTIONS

Individual officers, employees and member of AMO can make individual contributions to political candidates but no union funds will be used to reimburse same.

IX INTERNAL INVESTIGATIONS

Union officials, employees and representatives shall cooperate with any internal Union investigation. Such investigations are important tools in fulfilling the fiduciary responsibilities of the Union's officials and in ensuring compliance with these ethical standards, as well as the regulations governing labor unions. However, such cooperation need not be given without the union officer(s), employee(s) or representative(s) involved having the opportunity to consult with or be represented by an attorney at law of their own choosing and at their own expense.

Received & Understood _____ Date: _____

